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## **ZHONGDA INTERNATIONAL HOLDINGS LIMITED**

**( 中大國際控股有限公司\* )**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00909)**

**(1) ACQUISITION AGREEMENT IN RELATION TO THE ACQUISITION  
OF THE TARGET GROUP;  
(2) SUBMISSION OF RESUMPTION PROPOSAL;  
AND  
(3) CONTINUED SUSPENSION**

Reference is made to the announcements of the Company dated 15 December 2011, 6 March 2012, 6 May 2013, 12 May 2017, 29 September 2017 and 2 November 2017 (collectively, the “**Announcements**”) in relation to, among other things, the Third Stage Delisting and the preparation work taken out for resumption of trading of the Shares. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

### **Acquisition Agreement in relation to the acquisition of the Target Group**

On 6 November 2017, the Company has entered into a conditional sales and purchase agreement with certain vendors in relation to the acquisition of a target group which is principally engaged in distribution of LED chips, IC and LCD panels in Hong Kong and the PRC (the “**Proposed Acquisition**”).

As one or more of the relevant percentage ratios in respect of the Proposed Acquisition under Chapter 14 of the Listing Rules is over 100%, the Proposed Acquisition constitutes a very substantial acquisition under Rule 14.06(5) of the Listing Rules and a reverse takeover for the Company under Rule 14.06(6) (a) of the Listing Rules. Accordingly, the Company will be treated as if it were a new listing applicant under Rule 14.54 of the Listing Rules. Therefore, the Proposed Acquisition is subject to a number of conditions, including but not limited to obtaining the approval of the Shareholders and the Stock Exchange.

## **Submission of Resumption Proposal**

As disclosed in the announcement of the Company dated 12 May 2017, the Company was placed in the Third Delisting Stage under Practice Note 17 to the Listing Rules by the Stock Exchange and Resumption Conditions were imposed by the Stock Exchange on the Company. The Company wishes to inform the Shareholders that a new resumption proposal (the “**Resumption Proposal**”) has been submitted to the Stock Exchange to demonstrate that the Company can satisfy the Resumption Conditions via the successful completion of, among other things, (i) the Proposed Acquisition; (ii) the proposed disposal of the de-consolidated subsidiaries of the Company, which if materialized, will constitute a very substantial disposal of the Company under the Listing Rules; (iii) proposed fund raising activities of the Company; and (iv) the fulfillment of the other Resumption Conditions.

The Company considers that the Resumption Proposal is a viable one and addressed the resumption conditions imposed by the Stock Exchange. Further announcement(s) on major developments relating to the Resumption Proposal will be made by the Company as and when appropriate.

## **Continued Suspension of Trading**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 5 September 2011. The trading in the Shares on the Stock Exchange will continue to be suspended until further notice.

Issuance of this announcement does not indicate that trading in the Shares will be resumed and the Resumption Proposal will be approved by the Stock Exchange at this stage. Shareholders and potential investors of the Company should exercise caution when dealing in Shares or other relevant securities of the Company.

By order of the Board  
**Zhongda International Holdings Limited**  
**Kwok Ming Fai**  
*Executive Director*

Hong Kong, 8 November 2017

*As at the date of this announcement, the Board comprises Messrs. Xu Lian Guo (suspended), Kwok Ming Fai and Hon Chuk Kay as executive Directors; and Messrs. Sun Ka Ziang Henry, Chan Shiu Man and Wong Chi Chung as independent non-executive Directors.*

\* *for identification purpose only*